

## **Exhibit A**



# FORM S-11

**Care Investment Trust Inc. - CRE**

**Filed: March 29, 2007 (period: )**

Registration of securities of certain real estate companies

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[EX-23.1 \(CONSENT OF INDEPENDENT PUBLIC ACCTING FIRM\)](#)

As filed with the Securities and Exchange Commission on March 29, 2007  
Registration No. 333-

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**United States**  
**Securities And Exchange Commission**  
Washington, D.C. 20549

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**Form S-11**  
**FOR REGISTRATION**

**UNDER**  
**THE SECURITIES ACT OF 1933 OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

**Care Investment Trust Inc.**

*(Exact Name of Registrant as Specified in Its Governing Instruments)*

**c/o CIT Healthcare LLC**  
**505 Fifth Avenue, 6th Floor**  
**New York, New York 10017**  
**(212) 771-0505**

*(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)*

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**Flint D. Besecker**  
**Chief Executive Officer**  
**c/o CIT Healthcare LLC**  
**505 Fifth Avenue, 6th Floor**  
**New York, New York 10017**  
**(212) 771-0505**

*(Name, Address, Including Zip Code and Telephone Number, Including Area Code, of Agent for Service)*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the registration statement becomes effective.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

☐

If delivery of this prospectus is expected to be made pursuant to Rule 434, check the following box.

☐

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
Common Stock, \$0.01 par value per share	\$ 275,000,000	\$ 8,443

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a) of the Securities Act of 1933, may determine.**

**SUBJECT TO COMPLETION, DATED MARCH 29, 2007****PROSPECTUS****Shares****Care Investment Trust Inc.****Common Stock**

Care Investment Trust Inc. is a newly-organized, real estate investment and finance company formed principally to invest in healthcare-related commercial mortgage debt and real estate. We are externally managed and advised by CIT Healthcare LLC, which we refer to as our Manager, a healthcare finance company offering a full spectrum of financing solutions and related strategic advisory services to companies across the healthcare industry throughout the United States. Our Manager is a subsidiary of CIT Group Inc., a leading publicly-traded commercial and consumer finance company providing financing and leasing products and services to clients in a wide variety of industries around the world. Upon completion of this offering and the contribution of our initial assets in exchange for shares of our common stock and cash, as described in this prospectus, an affiliate of our Manager will own approximately % of our outstanding common stock on a fully-diluted basis.

We will elect to be taxed, and intend to qualify, as a real estate investment trust, or REIT, for federal income tax purposes.

This is our initial public offering. We are offering a total of shares of our common stock to the public in this offering. In addition, concurrent with this offering, we are directly issuing shares of our common stock to an affiliate of our Manager as partial consideration for the portfolio of initial assets to be contributed to us upon consummation of this offering.

We currently expect the initial public offering price of our common stock to be between \$ and \$ per share. Prior to this offering, there has been no public market for our common stock. We intend to apply for listing of our common stock on the New York Stock Exchange under the symbol “CRE.”

Shares of our common stock are subject to ownership limitations that are intended to assist us in qualifying and maintaining our qualification as a REIT. Our charter contains certain restrictions relating to the ownership and transfer of our common or capital stock, including a 9.8% ownership limit. Our board of directors has granted a limited exemption from the ownership limitation to an affiliate of our Manager.

**Investing in our common stock involves risks. See “Risk Factors” beginning on page 15 of this prospectus.**

	<u>Public Offering Price</u>	<u>Underwriting Discounts and Commissions</u>	<u>Proceeds to Care Investment Trust Inc., Before Expenses</u>
Per Share	\$	\$	\$
Total	\$	\$	\$

We have granted the underwriters an option to purchase up to an additional shares of our common stock at the initial public offering price, less underwriting discounts and commissions, within 30 days after the date of this prospectus solely to cover over-allotments, if any.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

Delivery of the shares of our common stock is expected to be made on or about \_\_\_\_\_, 2007.

\_\_\_\_\_

**Credit Suisse**

**Merrill Lynch & Co.**

\_\_\_\_\_

The date of this prospectus is \_\_\_\_\_.

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*No dealer, salesperson or other individual has been authorized to give any information or make any representations not contained in this prospectus in connection with the offering made by this prospectus. If given or made, such information or representations must not be relied upon as having been authorized by us or any of the underwriters. This prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any of our securities in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create an implication that there has not been any change in the facts set forth in this prospectus or in the affairs of our company since the date hereof.*

#### **Dealer Prospectus Delivery Requirement**

Until , 2007 (25 days after the commencement of this offering), all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This delivery is in addition to the dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to its unsold allotments or subscriptions.

**PROSPECTUS SUMMARY**

*This summary highlights the key aspects of this offering. You should read carefully the more detailed information set forth under “Risk Factors” and the other information included in this prospectus for a more complete understanding of this offering. Except where the context suggests otherwise, the terms “Care Investment Trust,” “we,” “us” and “our” refer to Care Investment Trust Inc. and its subsidiaries; “Manager” refers to our external manager, CIT Healthcare LLC; and “CIT Group” refers to CIT Group Inc., the parent company of our Manager, and its consolidated subsidiaries. The term “common stock outstanding on a fully-diluted basis” means all outstanding shares of our common stock at such time plus all outstanding shares of restricted stock, which is not the same as the meaning of “fully-diluted” under generally accepted accounting principles, or GAAP. Unless indicated otherwise, the information in this prospectus assumes (i) the common stock to be sold in this offering is to be sold at \$ per share, which is the mid-point of the price range set forth on the cover page of this prospectus and (ii) no exercise by the underwriters, for whom Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as representatives, of their option to purchase up to an additional shares of our common stock solely to cover over-allotments, if any.*

**Our Company**

We are a newly-organized, real estate investment and finance company formed principally to invest in healthcare-related commercial mortgage debt and real estate. We plan to provide financing to companies operating a full range of healthcare-related facilities, including skilled nursing facilities, hospitals, outpatient centers, surgery centers, senior housing, assisted living facilities, independent living facilities, continuing care retirement communities, medical office buildings, laboratories and other healthcare facilities. We primarily intend to provide mortgage financing secured by these healthcare facilities, including first lien mortgage loans, mezzanine loans, B Notes and construction loans. In addition, we intend to make opportunistic investments in healthcare real estate assets that are consistent with our investment guidelines, such as acquisitions of healthcare facilities.

We intend to capitalize on the expertise of our external manager, CIT Healthcare LLC, which we refer to as our Manager, a wholly-owned subsidiary of CIT Group Inc., which we refer to as CIT Group. We believe that our Manager’s experience, reputation as a leader in the healthcare finance industry, market knowledge and relationships with companies in the healthcare industry will benefit us by enabling our Manager to originate, manage and create value from attractive investment opportunities for us. While many of our competitors rely on financial institutions or other third party originators to provide them with investment opportunities, we believe that one of our key business strengths will be our access to investment opportunities originated directly by our Manager. Our Manager also has strong relationships with many financial institutions and may originate investment opportunities for us through these firms as well.

Our objective is to provide attractive total returns to our stockholders by maximizing the difference between the yield on our investments and the cost of financing these investments. We expect this strategy to generate cash available for distribution to our stockholders and to facilitate capital appreciation.

We were formed to leverage our Manager’s expertise and relationships in the healthcare marketplace. Our Manager’s origination capabilities extend into areas not traditionally served by CIT Group and generate opportunities that, though attractive, are not ideal fits with CIT Group’s business model. Our formation allows us to capitalize on those strengths and access the full range of investment opportunities that CIT Healthcare LLC originates. We are structured as an externally managed company in order to optimize the long-term benefits of our association with our Manager and to provide our stockholders with the benefits of our Manager and CIT Group’s infrastructure immediately and on a more efficient basis than if we were internally managed. Our formation also fits within CIT Group’s strategy of diversifying and growing revenue streams through pursuing opportunities to leverage platforms by originating, distributing and managing assets for third party investors.

We intend to qualify as a real estate investment trust, or REIT, for federal income tax purposes and will elect to be taxed as a REIT under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code, commencing with our taxable year ending December 31, 2007. We generally will not be subject to federal taxes on our taxable income to the extent that we distribute our taxable income to stockholders and maintain our qualification as a REIT.

## **Our Manager**

### ***CIT Healthcare***

Our Manager, CIT Healthcare, is a healthcare finance company that offers a full spectrum of financing solutions and related strategic advisory services to companies across the healthcare industry throughout the United States. Through its client-focused and industry-centric model, our Manager effectively leverages its extensive knowledge and understanding of the healthcare industry. Our Manager meets the diverse commercial financing needs of U.S. healthcare providers, including hospitals and health systems, outpatient centers, skilled nursing facilities, assisted living facilities, physician practices, home care and hospice companies, ambulatory surgery centers, pharmaceutical and medical technology companies, long-term care facilities, and vendors serving healthcare providers. Our Manager's leadership team has extensive experience in addressing the capital requirements and advisory service needs of the healthcare marketplace, allowing it to offer a full suite of customized, flexible healthcare financing solutions and services. The top five leaders of our Manager have more than 100 years of combined industry experience.

As of the date hereof, our Manager employed approximately 120 professionals with substantial experience and expertise in origination, underwriting, structuring, portfolio management, servicing, securitization, syndication and secondary market transactions. Of these professionals, our Manager has 44 employees originating and sourcing investment opportunities. We believe our Manager is one of the leading healthcare financiers in the country. During 2006, our Manager evaluated approximately \$23.8 billion of transactions for its own account, closed approximately \$2.7 billion of commitments and funded approximately \$2.2 billion of healthcare loans in the United States. As of December 31, 2006, our Manager owned assets of approximately \$2.8 billion.

### ***CIT Group***

CIT Group (NYSE: CIT) is a leading commercial and consumer finance company providing financing and leasing products and services to clients in a wide variety of industries around the world. Founded in 1908, CIT Group has a premium brand focused on providing clients with customized financial solutions based on a unique combination of financial, intellectual and relationship capital. CIT Group sources transactions through direct marketing efforts to borrowers, lessees, manufacturers, vendors, distributors and to end-users through referral sources and other intermediaries. As of December 31, 2006, CIT Group managed assets of \$74.2 billion comprised of an owned loan and lease portfolio of \$67.9 billion and a securitized portfolio of \$6.3 billion. CIT Group also serviced over \$3.0 billion of third-party assets under fee-based contracts as of December 31, 2006. CIT Group employed approximately 7,345 people as of December 31, 2006.

## **Initial Asset Contribution**

Concurrent with the closing of this offering, CIT Real Estate Holding Corporation, which we refer to as an affiliate of our Manager, will contribute a portfolio of healthcare-related real estate assets to us, which we refer to collectively throughout this prospectus as the initial assets, in exchange for \$           million in cash from the net proceeds of this offering and           shares of our common stock, thereby resulting in a net equity contribution by an affiliate of our Manager to us of \$           million at an assumed initial public offering price of \$           per share (which is the mid-point of the price range set forth on the cover page of this prospectus). Our Manager determined that the